

SOCIETY ACT

BYLAWS OF CONFEDERATION OF AUTOSPORT CAR CLUBS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

PART 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) “Disciplines” are the divisions of Motorsport currently sanctioned by the Society as appointed by ASN Canada; such as Race, Vintage, Auto Slalom and Solo Sprint and other divisions which may be added by the directors from time to time.
 - (b) "registered address" of a member means his address or e-mail address as recorded in the register of members;
 - (c) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - (d) “Competition Licences” include all licences which are issued by the *Society* including official and instructor licences.
 - (e) “members” means voting licenced members and member clubs.
- 1.2 The definitions set forth in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

- 2.1 The members of the *Society* are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the directors, or their designate, for membership in the *Society* and on acceptance by the directors shall be a member.
- 2.3 The *Society* shall have the following classification of members:
- (a) Licensed Members, who are persons who hold competition licences or other such licences as may be issued by the *Society* and are members in good standing of a Member Club of the *Society*;
 - (b) Member Clubs, which are societies incorporated under the *Society Act* of the

Province of British Columbia and which are in good standing in accordance with the respective requirements of the said Member Clubs; **Each club shall have one vote at General and Special Meetings;**

- (c) Honourary Members, who are persons who have significantly contributed service to the *Society* and who meet such additional criteria as may be determined by the Board of Directors.

2.4 Every member shall uphold the constitution and comply with these bylaws.

2.5 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined **by the Disciplines and ratified by the Directors at or prior to** the annual general meeting of the *Society*.

2.6 Only Licensed Members shall have the right to vote at meetings of the members and Licensed Members shall have one vote each. No other members shall have the right to vote at meetings of the members. All classes of members shall have the right to attend membership meetings, receive society mailings or publications and to exercise such additional rights or privileges as the directors may prescribe.

2.7 A person shall cease to be a member of the *Society*:

- (a) by delivering his resignation in writing to the secretary of the *Society* or by mailing or delivering it to the address of the *Society*;
- (b) on his death or, in the case of a corporation, on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for **2** consecutive months.

2.8 **A member may be expelled by a decision of the directors passed at a directors' meeting. The notice of expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the expulsion is put to a vote.**

2.9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the *Society* and he is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

3.1 General meetings of the *Society* shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, convene an extraordinary general meeting.

3.4 The secretary shall give not less than 14 days written notice of a general meeting to the members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.5 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 The first annual general meeting of the *Society* shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year between January 1 and March 31 and in any event, not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum is ten percent (10%) of voting members and in any event, shall not be less than three (3) members present.

4.5 If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 The president of the *Society*, the vice-president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

4.7 If at a general meeting:

- (a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the president and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 The chairman of a meeting may move or propose a resolution.

4.12 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote which he may be entitled as a member and the proposed resolution shall not pass.

4.13 A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.

PART 5 - DIRECTORS AND OFFICERS

5.1 The directors may exercise all the powers and do all the acts and things that the *Society* may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the *Society* in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the *Society*;
- (b) these bylaws; and

- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the *Society* in general meeting.

5.2 No rule, made by the *Society* in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.3 The president, the vice-president, the secretary and the treasurer shall be elected to the Board of Directors, and a director at large, who may be a past-president and shall be appointed by the board within 30 days of the Election of the Directors. The Chairmen of the competition Discipline Committees as set out in Section 7.1 shall also be voting members of the Board of Directors.

5.4 The number of directors shall be five or a greater number determined from time to time at a general meeting.

5.5 The directors shall serve a term of two years and shall retire from office at the annual general meeting following the second year of their term, at which time their successors shall be elected.

5.6 Separate elections shall be held for each office to be filled. An election may be by acclamation, otherwise it shall be by ballot. If no successor is elected, the person previously elected or appointed continues to hold office.

5.7 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

5.8 A director so appointed holds office only until the conclusion of the next following annual general meeting of the *Society*, but is eligible for re-election at the meeting.

5.9 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

5.10 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.11 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

5.12 No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the *Society*.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

6.2 The directors may from time to time fix the quorum necessary to transact business

and, unless so fixed, the quorum shall be a majority of the directors then in office.

6.3 The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

6.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

6.5 The directors may delegate any, but not all, of their powers to committees consisting of **one or more directors** as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.6 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

6.7 The members of a committee may meet and adjourn as they think proper.

6.8 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be reconstituted, if a quorum of the directors is present.

6.9 A director who may be absent temporarily from British Columbia may send or deliver to the address of the *Society* a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meetings of the directors of the *Society*, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.

6.10 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes. In case of an equality of votes the chairman does not have a second or casting vote.

6.11 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

6.12 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 - COMMITTEES

7.1 There shall be a committee for each of the disciplines for which the *Society* issues event permits, including but not limited to: Race, Vintage, Ice Race, Solo Sprint, Auto Slalom and Officials, which shall include Instructors. The Directors of the *Society* shall have the power to create committees as they see fit and to appoint chairpersons for those committees except for the discipline committees whose chairpersons shall be elected by the discipline licence holders.

7.2 The members of each of the committees shall be licenced members holding licences for that specific discipline, and any members holding official and/or instructors licences specific to that discipline.

7.3 The members of each committee shall elect a chairperson at the first meeting after the end of the current racing season, and before each Annual General Meeting of the *Society*.

7.4 The duties of the committees shall be:

- (a) to vote on and recommend to the Directors for ratification rule changes for the upcoming season
- (b) to recommend to the Directors a budget for the upcoming season
- (c) to advise the Directors on matters concerning their disciplines

PART 8 - DUTIES OF OFFICERS

8.1 The chairman shall preside at all meetings of the *Society* and of the directors.

8.2 The president is the chief executive officer of the *Society* and shall supervise the other officers in the execution of their duties.

8.3 The vice-president shall carry out the duties of the president during his absence.

8.4 The secretary shall:

- (a) conduct the correspondence of the *Society*;
- (b) issue notices of meetings of the *Society* and directors;
- (c) keep minutes of all meetings of the *Society* and directors;
- (d) have custody of all records and documents of the *Society* except those required to be kept by the treasurer;
- (e) have custody of the common seal of the *Society*; and
- (f) maintain the register of members.

8.5 The treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the directors, members and others when required.

8.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

8.7 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 9 - SEAL

9.1 The directors may provide a common seal for the *Society* and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

PART 10 - BORROWING

10.1 In order to carry out the purposes of the *Society* the directors may, on behalf of and in the name of the *Society*, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.

10.2 No debenture shall be issued without the sanction of a special resolution.

10.3 Subject to the *Society Act*, the directors may indemnify any director or other person who has undertaken or is about to undertake any liability of behalf of the *Society* with the consent of the *Society* and to secure such director or other person against loss by giving him a mortgage or charge upon the whole or any part of the real or personal property of the *Society*.

10.4 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 11 - AUDITOR

11.1 This Part applies only where the *Society* is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting, the *Society* shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be promptly informed in writing of appointment or removal.
- 11.6 No director and no employee of the *Society* shall be auditor.
- 11.7 The auditor may attend general meetings.

PART 12 - NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally or by mail to him at his registered address [or e-mail address](#).

12.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

12.3 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 12 applies.

12.4 No other person is entitled to receive a notice of general meeting.

PART 13 - BYLAWS

13.1 On being admitted to membership, each member is entitled to and the *Society* shall give him, without charge, a copy of the constitution and bylaws of the *Society*.

13.2 These bylaws shall not be altered or added to except by special resolution.

13.3 The fiscal year end of the *Society* shall end as of December 31 in each year.

13.4 The rules contained in *Roberts' Rule of Order* shall govern meetings of this *Society* in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

DATED the ____ day of _____, 1997

WITNESS(ES)

APPLICANTS FOR INCORPORATION

(Signature)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

[NOTE: - At least 5 applicants must sign.]

(Signature)

(Signature)

(Signature)

(Signature)